

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

IN RE MICHAEL BAKER CORP.
SECURITIES LITIGATION

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CIVIL ACTION NO.
2:08-cv-00370-JFC

**LEAD PLAINTIFFS' MOTION FOR FINAL APPROVAL
OF SETTLEMENT AND PROPOSED PLAN OF ALLOCATION**

Lead Plaintiffs, City of Tallahassee Retirement System and Southeastern Pennsylvania Transportation Authority respectfully move this Court for entry of an Order and Final Judgment, in the form attached hereto, certifying the Settlement Class for settlement purposes, granting final approval of the Settlement, dismissing the Action against Defendants, and approving Lead Plaintiffs' proposed Plan of Allocation. In so moving, Lead Plaintiffs rely upon the accompanying Joint Declaration of Mark R. Rosen and Michael K. Yarnoff in Support of Lead Plaintiffs' Motions for Final Approval of Settlement, Proposed Plan of Allocation, and Award of Attorneys' Fees and Reimbursement of Litigation Expenses; Declaration of Gary Herndon In Support of Final Approval of Settlement, Proposed Plan of Allocation, and Award of Attorneys' Fees and Reimbursement of Litigation Expenses; Declaration of Nicholas J. Staffieri in Support of Final Approval of Settlement; and Memorandum of Law In Support of Lead Plaintiffs' Motion for Final Approval of Settlement and Proposed Plan of Allocation submitted herewith.

Dated: August 24, 2009

Respectfully Submitted,

/s/ Mark R. Rosen

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